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**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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**In re** :  
 : **Chapter 11**  
**SEARS HOLDINGS CORPORATION, et al.,** :  
 : **Case No. 18-23538 (RDD)**  
 :  
**Debtors.<sup>1</sup>** : **(Jointly Administered)**  
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**JOINDER OF KIMCO REALTY CORPORATION  
TO OBJECTIONS TO DEBTORS' MOTION FOR APPROVAL  
OF (I) PROCEDURES FOR STORE CLOSING SALES  
AND (II) ASSUMPTION OF LIQUIDATION CONSULTING AGREEMENT**

Kimco Realty Corporation and certain of its affiliates (collectively, "Kimco"), by its attorneys, Morgan, Lewis & Bockius, LLP, hereby submit this *Joinder to Objections* (the

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<sup>1</sup>The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

“Joinder”) to the *Motion of Debtors for Approval of (I) Procedures for Store Closing Sales and (II) Assumption of Liquidation Consulting Agreement* [Docket No. 23] (the “Motion”), and respectfully state as follows:

1. Kimco is landlord to the Debtors pursuant to certain leases for non-residential real property (the “Kimco Leases”).<sup>2</sup> Kimco has 14 leases with Debtors, one of which has been rejected.

2. On October 15, 2018, the Debtors filed the Motion.

3. Kimco hereby joins in the objections located at docket nos. 223, 224, 225, 228, 242, 244, 246, 249, 251, and 255 as well as any other objections filed by the Debtors’ other landlords to the Motion. Kimco hereby incorporates all of the arguments raised by the other objecting landlords as if set forth in detail herein.

4. The subject stores are located in shopping centers, and thus, Kimco is concerned about access to the stores and safety issues, as well as the potential impact on other tenants and visitors to the centers. Kimco also notes that there may be issues with parking and potential damage to the premises, as well as issues of appearance regarding signs and how they will be affixed at the leased property.

5. Kimco is filing this Joinder as a protective measure and Kimco reserves the right to supplement this Joinder and make such other and further objections as may be necessary or appropriate.

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<sup>2</sup> The Kimco Leases and related documentation are voluminous, and therefore, have not been attached to this Joinder. Kimco will provide copies of the Kimco Leases and related documentation to this Court and parties in interest upon request.

**WHEREFORE**, Kimco respectfully requests that the Court enter an order (i) denying approval of the Motion and (ii) granting such other and further relief as the Court deems just and proper.

Dated: New York, New York  
October 24, 2018

**MORGAN, LEWIS & BOCKIUS LLP**  
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